

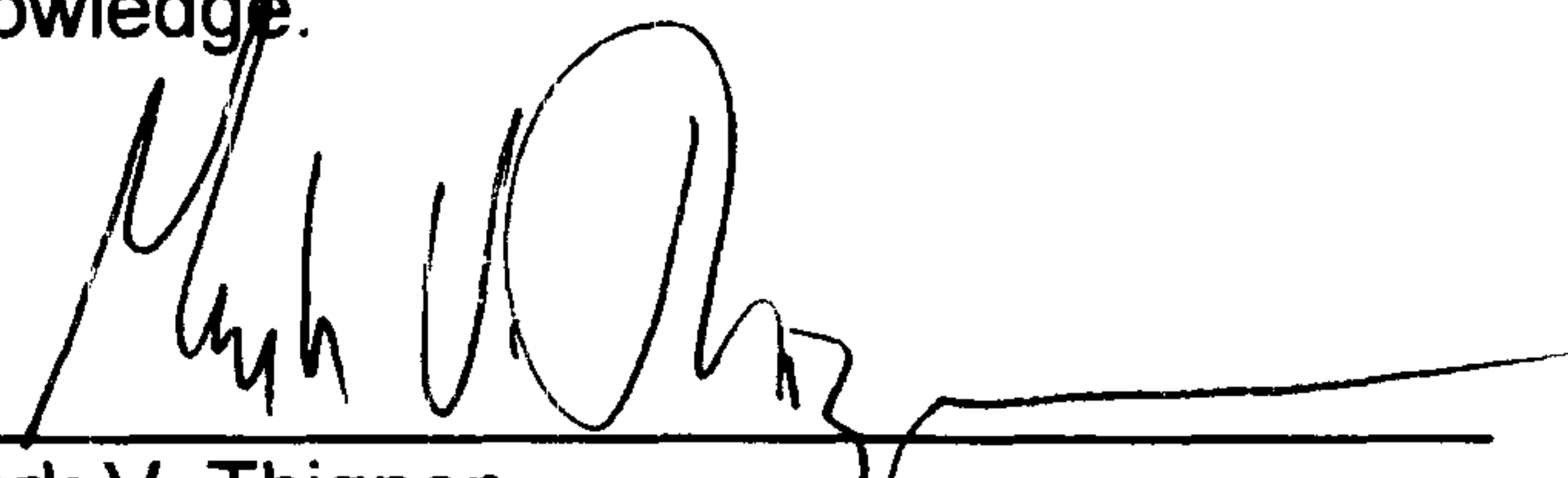
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Shelby Cnty Judge of Probate, AL
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AFFIDAVIT OF LEASE VALUE


The Lease referred to in the attached Memorandum of Lease has the following term and annual rents. There are no automatic extension periods allowed for in said Lease.

Property Address	Lease Term	Annual Rents	Tax Due
136 First Street North, Alabaster, Alabama	20 years	\$126,000 for lease years 1-5	\$1,675
		\$138,600 for lease years 6-10	
		\$152,460 for lease years 11-15	
		\$167,706 for lease years 16-20	

The undersigned hereby certifies the above information to be true and correct to the best of his knowledge.



Mark V. Thigpen
Kennedy Covington Lobdell & Hickman, L.L.P.


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Shelby Cnty Judge of Probate, AL
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MEMORANDUM OF LEASE

By and Between

Sovereign EO, LLC, a Delaware limited liability company

And

Express Oil Change, L.L.C., a Delaware limited liability company

This instrument prepared by:
C. David Klumbach, Esq.
ReedSmith LLP
2500 One Liberty Place
1650 Market Street
Philadelphia, PA 19103

When recorded return to:
Allen S. Brown
LandAmerica Commercial Services
1850 N. Central Avenue #300
Phoenix, AZ 85004
Escrow No. CU-47729

STATE OF ALABAMA)

SHELBY COUNTY)

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Shelby Cnty Judge of Probate, AL
04/03/2006 09:10:44AM FILED/CERT

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and entered into by and between SOVEREIGN EO, LLC, a Delaware limited liability company (the "Landlord") and EXPRESS OIL CHANGE, L.L.C., a Delaware limited liability company (the "Tenant").

The Landlord and the Tenant have entered into a Lease Agreement dated March 15 2006, which is incorporated herein (the "Lease"), and the parties wish to record this Memorandum of Lease to give notice of the following:

1. The name of the Landlord is Sovereign EO, LLC.
2. The name of the Tenant is Express Oil Change, L.L.C.
3. The term of the Lease is twenty (20) years commencing on March 15, 2006.
4. The term of the Lease may be extended by the Tenant, in its sole discretion, for four (4) optional, additional terms of five (5) years each.
5. The specific legal description of the Leased Premises is set forth in Exhibit A attached hereto.
6. It is understood that the Lease constitutes the entire agreement between the Landlord and the Tenant with respect to the leasing of the Leased Premises and that this Memorandum of Lease is intended solely for purposes of recording and public notice and does not supersede or modify the terms of the Lease. In the event of any conflict between this Memorandum of Lease and the Lease itself, the Lease shall prevail.
7. This Memorandum of Lease may be executed in two or more counterparts and shall be deemed to have become effective when one or more of such counterparts shall have been (i) signed by or on behalf of each of the parties hereto (although it shall not be necessary that any single counterpart be signed by or on behalf of each of the parties hereto, and all such counterparts shall be deemed to constitute but one and the same instrument) and (ii) delivered by each of the parties to the other party.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Lease as of the 15 day of March, 2006.

LANDLORD:

SOVEREIGN EO, LLC, a Delaware limited liability company

By: Sovereign JF, SPE Manager, Inc., a Delaware corporation, its Manager

By: [Signature]
Name: Peter M. Mavoides
Title: President

By: [Signature]
Name: Craig J. Vachris
Title: Vice President

STATE OF New Jersey
Middlesex COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Peter M. Mavoides whose name as President of Sovereign JF, SPE Manager, Inc., which is the Manager of SOVEREIGN EO, LLC, a Delaware limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 15th day of March, 2006.

[Signature]
Notary Public

Print Notary Name SHEILA MARIE SOSA
A Notary Public Of New Jersey

My commission expires: February 13, 2008

[NOTARIAL SEAL]

STATE OF New Jersey
Mid Sussex COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that Craig J. Vachris whose name as Vice President of Sovereign JF, SPE Manager, Inc., which is the Manager of SOVEREIGN EO, LLC, a Delaware limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 13th day of March, 2006.

Sheila M Sosa

Notary Public

Print Notary Name

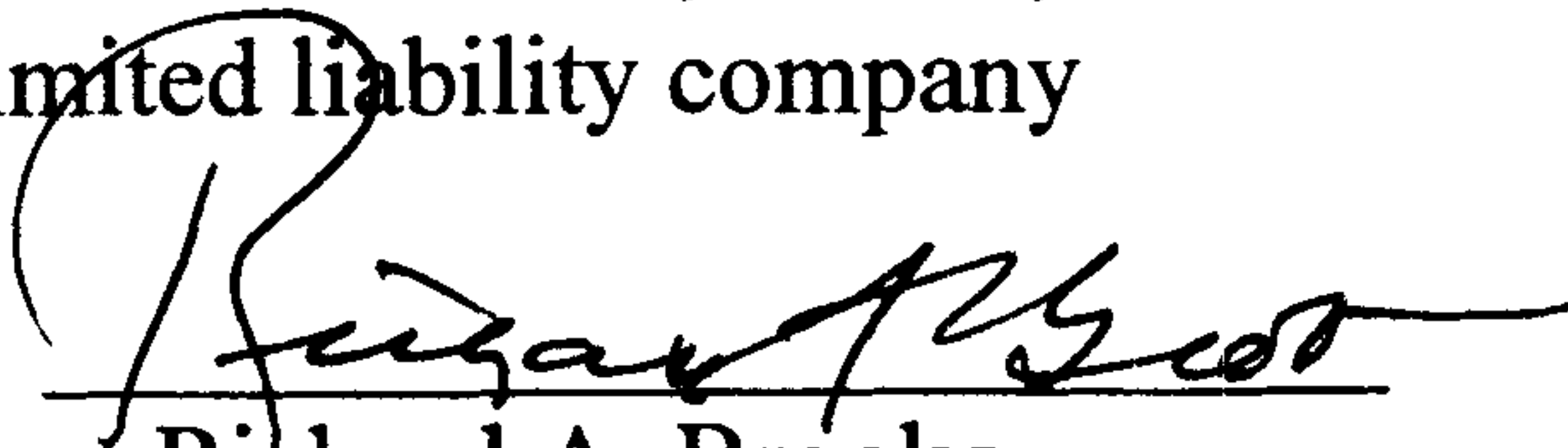
[NOTARIAL SEAL]

My commission expires: SHEILA MARIE SOSA
A Notary Public Of New Jersey
My Commission Expires February 13, 2008

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

TENANT:

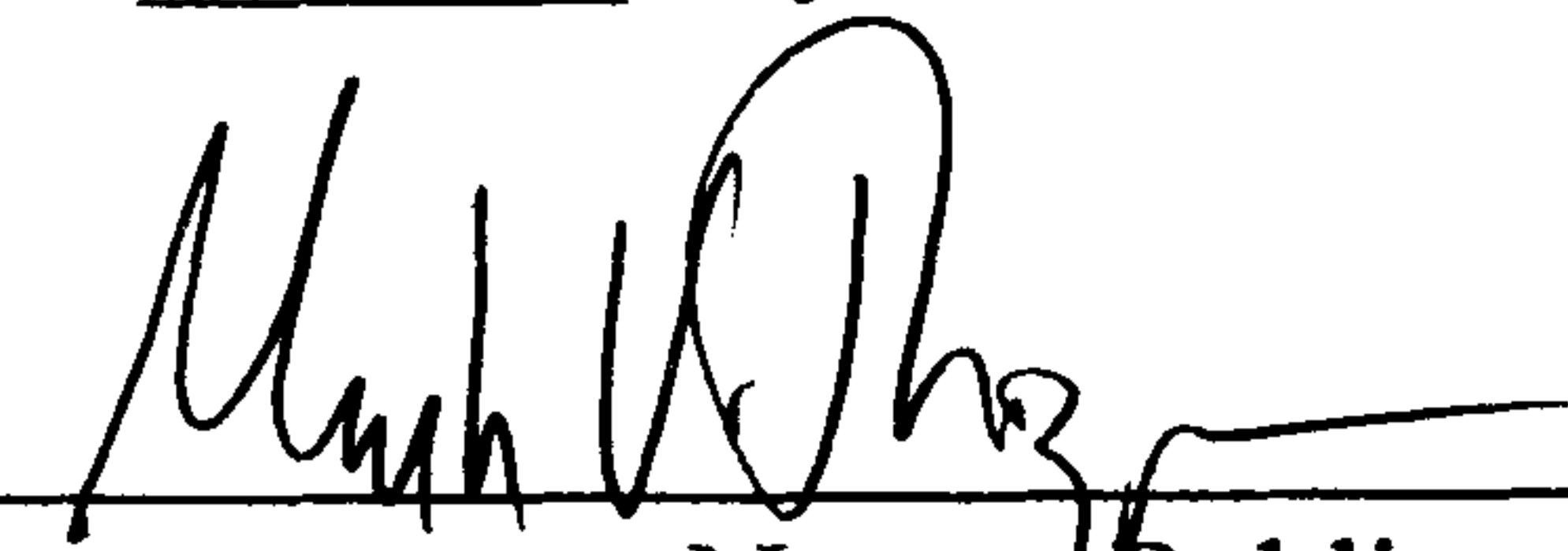
EXPRESS OIL CHANGE, L.L.C., a
Delaware limited liability company

By: 
Name: Richard A. Brooks
Title: Chief Executive Officer

STATE OF North Carolina
Mecklenburg COUNTY)

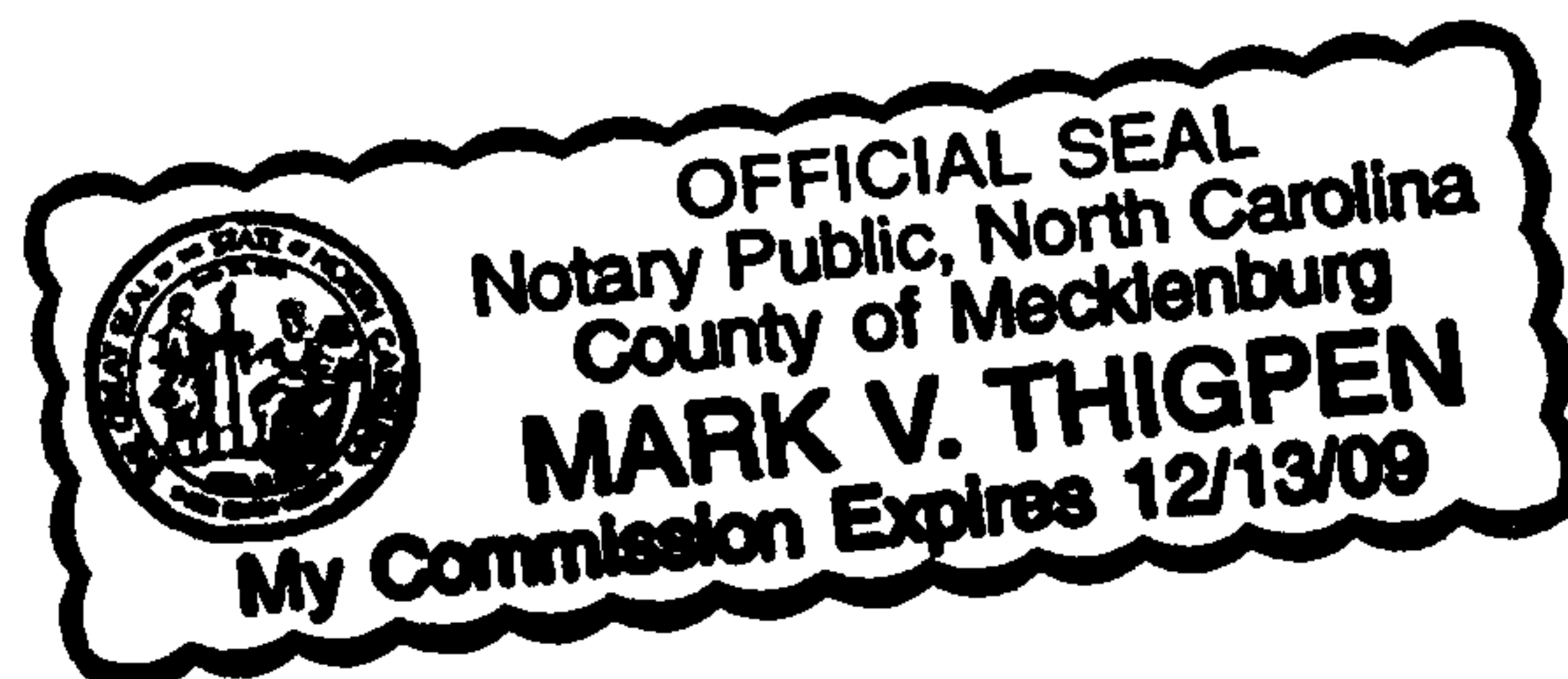
I, the undersigned, a notary public in and for said county in said state, hereby certify that Richard A. Brooks whose name as Chief Executive Officer of EXPRESS OIL CHANGE, L.L.C., a Delaware limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 14TH day of March, 2006.


Notary Public
MARK V. THIGPEN
Print Notary Name

[NOTARIAL SEAL]

My commission expires: 12/13/09



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Shelby Cnty Judge of Probate, AL
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Exhibit "A"

Alabaster Location:

Lots 3, 4, 5, 6, 7 and the south ½ of Lot 8, Block 2, According to Nickerson-Scott Survey, as recorded in Map Book 3, Page 34, in the Probate Office of Shelby County, Alabama.

Shelby County, AL 04/03/2006
State of Alabama
Deed Tax: \$1675.50